

Counterparts - L. Bartman

RECORDATION NO. 21480 FILED *primary*

ALVORD AND ALVORD
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JUN 24 '98 10-50 AM

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20006-2973

OF COUNSEL
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June 24, 1998

RECORDATION NO. 21480-ARJ FILED

JUN 24 '98 10-50 AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

JUN 24 10 46 AM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Re: TTX Lease 47-FS

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Lease, dated as of June 24, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of the following secondary documents related thereto: Memoranda of Lease Supplement No. 1, Trust Indenture and Security Agreement, Trust Indenture and Security Supplement No. 1 and Lease Assignment.

The names and addresses of the parties to the enclosed documents are:

Memoranda of Lease
and Lease Supplement No. 1

Lessor: First Omni Bank, N.A.
499 Mitchell Street
Millsborough, Delaware 19966

Lessee: TTX Company
101 North Wacker Street
Chicago, Illinois 60606

Mr. Vernon A. Williams
June 24, 1998
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Memoranda of Trust Indenture and
Security Agreement and Indenture Supplement No. 1

Owner Trustee: First Omni Bank
499 Mitchell Street
Millsborough, Delaware 19966

Security Trustee: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

Memorandum of Lease Assignment

Assignor: First Omni Bank
499 Mitchell Street
Millsborough, Delaware 19966

Assignee: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached hereto.

Also enclosed is a check in the amount of \$130.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

Schedule A
 TTX Company
 Lease No. 47
 Equipment List
 June 23, 1998 closing

Builder/ Car Type	Quantity		Car Numbers	Price		Total Cost	Delivery Period
	Cars	Platforms		Per Car			
<u>Gundersen Inc.</u>							
Five-unit 48-foot articulated double-stack well cars for carrying	66	330	750412-750477.	\$200,341.00	\$13,222,506.00	Feb.-Apr., '98	
containers- DTTX.	11	55	750527-750537.	200,342.00	2,203,762.00	Apr.-May, '98	
<u>National Steel Car Limited</u>							
Three-unit 48-foot drawbar-connected double-stack well cars for carrying	77	231	27199-27275.	144,714.00	11,142,978.00	Feb.-May, '98	
containers- DTTX.	61	183	27481-27534, 27551-27557.	144,814.00	8,833,654.00	Jan.-Apr., '98	
	17	51	27666-27682.	139,525.00	2,371,925.00	Apr.-May, '98	
<u>Trinity Industries</u>							
Three-unit 53-foot articulated all-purpose spine flatcars for carrying containers or trailers- TTAX.	33	99	355117-355149.	117,945.00	3,892,185.00	Feb.-Apr., '98	
Three-unit 57-foot articulated all-purpose spine flatcars for carrying containers or trailers- TTRX.	7	21	360415-360421.	137,187.00	<u>960,309.00</u>	April-May, '98	
Total	272	970			\$42,627,319.00		

JUN 24 '98


10-50 AM

MEMORANDUM OF LEASE (NO. 47-FS) dated as of June 24, 1998, by TTX COMPANY, a Delaware corporation, as lessee, and TTX LEASE 47-FS TRUST, a Delaware trust, as lessor.

The undersigned have entered into that certain Lease of Railroad Equipment (No. 47-FS) dated as of June 15, 1998, covering the railroad equipment listed in Schedule A hereto, for a term ending on July 15, 2020, subject to early termination and renewal on the terms and conditions set forth in said Lease of Railroad Equipment, and wish to show for the public record the interest of TTX Lease 47-FS Trust, a Delaware trust, as owner and lessor of said equipment, and the interest of TTX Company as lessee thereof.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers thereunto duly authorized:

TTX COMPANY

By: 
Name: Thomas D. Marion
Title: Treasurer

FIRST OMNI BANK, N.A., not in its individual
capacity but solely as trustee of TTX LEASE
47-~~1~~ TRUST,
FS

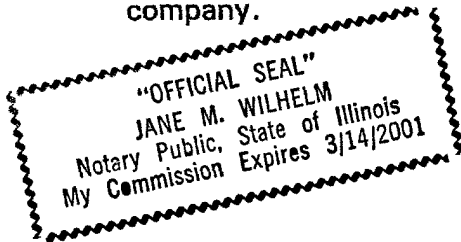
By: _____
Name:
Title:

STATE OF ILLINOIS)

: ss

COUNTY OF COOK)

On this 22th day of June, 1998, before me personally appeared Thomas D. Marion, to me personally known, who, by me being duly sworn, says that he is Treasurer of TTX COMPANY, that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Sworn to before me this

22th day of June, 1998.

Jane M. Wilhelm
Notary Public

STATE OF MARYLAND)

: ss

CITY OF BALTIMORE)

On this ___th day of June, 1998, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he is a _____ of First Omni Bank, N.A., that said instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Sworn to before me this

___th day of June, 1998.

Notary Public

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers thereunto duly authorized:

TTX COMPANY

By: _____
Name:
Title:

FIRST OMNI BANK, N.A., not in its individual
capacity but solely as trustee of TTX LEASE
47-[1] TRUST,
FS

By: Robert D. Brown
Name: Robert D. Brown
Title: Assistant Vice President

STATE OF ILLINOIS)

: ss

COUNTY OF COOK)

On this ___th day of June, 1998, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he is _____ of TTX COMPANY, that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Sworn to before me this
___th day of June, 1998.

Notary Public

STATE OF MARYLAND)

County : ss
CITY OF BALTIMORE)

On this 22nd day of June, 1998, before me personally appeared Robert D. Brown, to me personally known, who, by me being duly sworn, says that he is a A. V. P. of First Omni Bank, N.A., that said instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Sworn to before me this
22nd day of June, 1998.

Sandra T. Proctor

Notary Public

Commission Expires: 5/1/2002

Schedule A

TTX Company

Lease No. 47

Equipment List

June 24, 1998 closing

Builder/ Car Type	Quantity		Car Numbers	Price Per Car	Total Cost	Delivery Period
	Cars	Platforms				
<u>Gunderson Inc.</u>						
Five-unit 48-foot articulated double-stack well cars for carrying containers- DTTX.	66	330	750412-750477.	\$200,341.00	\$13,222,506.00	Feb.-Apr., '98
	11	55	750527-750537.	200,342.00	2,203,762.00	Apr.-May, '98
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Three-unit 48-foot drawbar-connected double-stack well cars for carrying containers- DTTX.	77	231	27199-27275.	144,714.00	11,142,978.00	Feb.-May, '98
	61	183	27481-27534, 27551-27557.	144,814.00	8,833,654.00	Jan.-Apr., '98
	17	51	27666-27682.	139,525.00	2,371,925.00	Apr.-May, '98
<u>Trinity Industries</u>						
Three-unit 53-foot articulated all-purpose spine flatcars for carrying containers or trailers- TTAX.	33	99	355117-355149.	117,945.00	3,892,185.00	Feb.-Apr., '98
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Total	<u>272</u>	<u>970</u>			<u>\$42,627,319.00</u>	